

PROFFERS

PCA 95-Y-016-05

January 19, 2017

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner and Applicant, for themselves and their successors and/or assigns (hereinafter collectively referred to as the "Applicant"), hereby proffer that the development of the parcel under consideration and shown on the Fairfax County 2016 tax maps as Tax Map 34-3 ((13)) 3 (the "Application Property") shall be in accordance with the following conditions if, and only if, Proffered Condition Amendment application PCA 95-Y-016-05 is granted.

1. **Previous Proffers.** All previous proffers associated with PCA 95-Y-016-4, as they apply to the Application Property, shall be superseded by these proffers.
2. **Development Plan.** Development of the Application Property shall be in substantial conformance with the Generalized Development Plan Amendment ("GDPA"), prepared by Bohler Engineering and dated October 20, 2015, as revised through December 8, 2016. The gross floor area of development on the Application Property shall not exceed 48,000 square feet.
3. **Minor Modifications.** Pursuant to Paragraph 5 of Section 18-204 of the Zoning Ordinance, minor modifications from the GDPA may be permitted when necessitated by sound engineering or that may become necessary as part of final site or architectural design, when it is determined by the Zoning Administrator that such modifications are in substantial conformance with the GDPA.
4. **Uses.** Uses may include up to 2,500 square feet of fast food restaurants, as permitted under Section 4-805 of the Zoning Ordinance, as may be amended. This amount may be increased with approval of a special exception, without the need for a PCA or GDPA. No drive through uses shall be permitted on the Application Property. The following uses shall not be allowed on the Application property:
 - A. **Alternative Lending Institution.** Alternative lending institutions (ALIs) shall not be permitted on the property. For purposes of this Proffer, an ALI is defined as an establishment providing short term loans to individuals, to include, but not be limited to, pay day lenders, as regulated by Chapter 18, Title 6.2, Code of Virginia, and/or motor vehicle title lenders, as regulated by Chapter 22, Title 6.2, Code of Virginia. For purposes of this Proffer, an ALI shall not be deemed to include an Office, Pawnshop, Drive-In Financial Institution, Financial Institution, or any other state or federally chartered bank, savings and loan institution, or

credit union. Tenants that provide consumer or personal loans or non-purchase money loans shall be insured and/or regulated by the Federal Deposit Insurance Corporation (FDIC) or the National Credit Union Share Insurance Fund (NCUSIF).

- B. Non-Therapeutic Massage Parlor.
 - C. Facility for the Sale or Display of Pornographic Material.
 - D. Fireworks Sales. For purposes of this proffer, the indoor seasonal sale of sparklers and other small celebration items shall not be prohibited when it is incidental to the main business.
 - E. Tattoo Parlor.
 - F. Pawnbroker as defined in Chapter 33, Article 2 of the Fairfax County Code.
5. **Lee Road Improvements.** Subject to the approval of VDOT, the Applicant shall construct a left turn lane within the existing median in Lee Road to serve the new entrance to the Application Property as shown on Sheet 3 of the GDPA. The median shall be configured so as to permit left turn movements into the Application Property and prohibit left turn movements from the Application Property on to southbound Lee Road. Said improvement shall be in place prior to the issuance of the first Non-Residential Use Permit ("Non-RUP") for the Application Property.
6. **Chantilly Crossing Lane Improvements.** The Applicant shall re-stripe the eastbound segment of Chantilly Crossing Lane adjacent to the Application Property in order to create two travel lanes, as shown on Sheet 3 of the GDPA. High-visibility painted crosswalks and appropriate signage or other pedestrian safety improvements shall be provided across Chantilly Crossing Lane at the eastern and western entrances to the Application Property as shown on Sheet 3 of the GDPA. Said improvements shall be in place prior to the issuance of the first Non-RUP for the Application Property.
7. **Traffic Signal Timing Modifications.** If requested by VDOT at the time of site plan review for the Application Property or anytime within 12 months following issuance of the last initial Non-RUP for the Application of the Property, the Applicant shall submit a traffic signal timing modification analysis to VDOT for the Lee Road/Route 50, Lee Road/Chantilly Crossing Lane, and Lee Road/Willard Road intersections for a time period coordinated with VDOT (e.g. before or after project build out). Such respective traffic signal timing modification analysis shall be for the purpose of determining whether adjustments to the signal timings at these intersections are warranted due to the additional site trips added to the road network. In the event that VDOT determines that adjustments to any such signal timings are warranted, then the Applicant shall make such adjustments according to a timeline coordinated with VDOT. Should VDOT determine within 12 months following issuance of the last initial Non-RUP for the Application Property that an analysis is not required or no timing adjustments are deemed necessary at these existing traffic signals based upon such respective analyses, then the Applicant's respective obligation for traffic signal timing modification under this Proffer shall be deemed satisfied.

8. **Lee Road/Penrose Place Traffic Signal.** At the time of Non-RUP, or cumulative Non-RUPs, for more than 20,000 square feet of gross floor area on the Application Property, the Applicant shall contribute \$100,000 to the County for transportation improvements in the immediate vicinity of the Application Property, to include the design and installation of a future traffic signal at the intersection of Lee Road and Penrose Place by others. If the Virginia Department of Transportation (VDOT) determines that a traffic signal is not warranted at the intersection of Lee Road and Penrose Place, or if the traffic signal is not designed and installed by others, the funds contributed pursuant to this proffer may be utilized by the County for other transportation improvements in the immediate vicinity of the Application Property or that otherwise benefit the local transportation network.
9. **Landscape Plan.** A conceptual landscape plan for the Property illustrating the plantings and other features to be provided is shown on Sheet 5 of the GDPA. As part of the site plan submission, the Applicant shall submit to the Urban Forest Management Division ("UFMD") of the Department of Public Works and Environmental Services ("DPWES") for review and approval a detailed landscape and tree cover plan which shall be generally consistent with the quality and quantity of plantings and materials shown on the GDPA. The landscape plan shall be designed to ensure adequate planting space for all trees based on the requirements in the Public Facilities Manual ("PFM"). Plantings shall include only non-invasive species and, to the extent practical, plant species native to Fairfax County. Adjustments to the type and location of vegetation and the design of landscaped areas shall be permitted as approved by UFMD.
10. **Soil Remediation.** Where it is determined that planting areas are compacted and unsuitable for the establishment and long-term survival of landscape plants, such planting areas shall be aerated and amended to a depth of 18-24 inches to restore planting areas to satisfy cultural requirements of trees, shrubs and groundcovers specified in the landscape planting plan. The Applicant shall provide notes and details in the landscape plan specifying how the soil will be restored for the establishment and long-term survival of landscape plants. Plants shall be maintained and all dead, dying, or diseased vegetation replaced.
11. **Pond Trail.** The Applicant shall construct a minimum 6-foot asphalt trail along the west side of side of adjacent stormwater management pond which shall transition in width to connect with the existing trail east of the pond. The Applicant shall install seating areas with a bench at intervals adjacent to the trail as shown on Sheet 5 of the GDPA. The trail facilities shall be complete prior to issuance of the first Non-RUP for the second building to be constructed on the Application Property.
12. **Pond Maintenance.** The Applicant shall support ongoing maintenance and/or repair of the adjacent stormwater management pond to the degree required by any private joint maintenance agreement executed by the members of the property owners' association which owns the stormwater management pond.
13. **Architectural Design.**
 - A. The building elevations shown on Sheets 11 and 12 of the GDPA are provided to illustrate the general character, quality and design of the buildings on the

Application Property. The architectural design of the proposed buildings shall generally conform to the character and quality of these illustrative elevations, but the Applicant reserves the right to modify these elevations based on final architectural design. The two buildings shall incorporate similar or complementary building materials and colors as illustrated.

- B. Buildings shall be architecturally finished on all four sides with similar quality materials detailing and features on fronts, sides and rears of buildings. Transom windows above door height shall be provided at selected locations on the rear of the southern retail building.
14. **Signage.** A coordinated signage system shall be provided to establish the project's identity. Building mounted signage shall be compatible in terms of location, height, size, and illumination, and may include awnings, canopy signs, storefront signs, wall-mounted signs, and/or window/door signs, provided they are harmonious and designed to ensure a consistent display of information. All sign illuminations shall be in conformance with the performance standards for glare set forth in Part 9 of Article 14 of the Zoning Ordinance.
15. **Trash Enclosures.** Trash enclosures shall be constructed of materials that are compatible with the building designs. All dumpsters shall be fully screened from view through the use of opaque enclosures.
16. **Green Building Practices for Grocery Stores.** For any grocery store constructed on the Application Property, the Applicant shall incorporate into the building design and implement the green building technology and strategies as described below.
- A. The Applicant's design team shall include a LEED or equivalent-accredited professional (the "LEED-AP"). At the time of site plan submission, the Applicant shall provide the Environment and Development Review Branch of DPZ ("EDRB") with documentation demonstrating compliance with the commitment to engage a LEED-AP as part of the design team.
 - B. The Applicant shall provide secure bicycle racks and/or storage for a minimum of 6 bicycles within 100 feet of the main building entrance.
 - C. The Applicant shall provide electric vehicle charging station serving at least two cars. The location of the charging station shall be labeled on the site plan and the spaces shall be identified with Reserved for Electric Vehicle Parking signs.
 - D. The Applicant shall exclusively use native and non-invasive species for landscape plantings on the site.
 - E. The Applicant shall install water-efficient landscaping, or one that uses no potable water, or one that does not require a permanent site irrigation system from the public water supply (other than a temporary system allowed for the first year from the date of installation).
 - F. The Applicant shall install a roofing membrane with a Solar Reflectance Index (SRI) appropriate to the slope of the roof.

- G. The Applicant shall install motion sensor faucets and flush valves and ultralow-flow plumbing fixtures.
- H. The Applicant shall not utilize any chlorofluorocarbon (CFC) based refrigerants in the building systems.
- I. The Applicant shall provide an area for the separation, collection and storage of glass, paper, metal, plastic and cardboard generated by both customers and employees. There shall be a dedicated area on the Property for the storage of the recycled materials.
- J. The Applicant shall install carbon dioxide (CO₂) monitors with demand control mechanical ventilation.
- K. The Applicant shall use low-emitting materials for all adhesives, sealants, paints, coatings, flooring systems, composite wood, and agrifiber products.
- L. The Applicant shall install only LED or fluorescent lamps in all interior building lighting fixtures.
- M. The Applicant shall increase the R-value of thermal insulation for the roof to R-30 and for the cavity walls to R-24 to reduce heat loss.

The Applicant shall, at the time of building plan review, provide a certification statement from the LEED-AP confirming that the green building elements listed above are being incorporated into the design and construction of the grocery store building.

Prior to approval of the building permit for the grocery store, the Applicant shall post a "green building escrow" in the form of cash or a letter(s) of credit from a financial institution acceptable to DPWES as defined in the PFM, in the amount of \$2.00/square foot of GFA, as shown on the approved site plan. This green building escrow shall be in addition to and separate from other bond requirements and shall be released once i) the LEED-AP submits a certification statement to EDRB, including supporting documentation, confirming that the green building elements listed above have been incorporated into the design and construction of the building; and ii) EDRB concurs and accepts the certification statement.

17. Green Building Practices for Retail Building. For the retail building constructed on the Application Property, the Applicant shall incorporate into the building design and implement the green building technology and strategies as described below.

- A. The Applicant's design team shall include a LEED or equivalent-accredited professional (the "LEED-AP"). At the time of site plan submission, the Applicant shall provide EDRB with documentation demonstrating compliance with the commitment to engage a LEED-AP as part of the design team.
- B. The Applicant shall provide secure bicycle racks and/or storage for a minimum of 4 bicycles within 100 feet of the building.

- C. The Applicant shall provide preferred parking for three low emission vehicles. The location of the spaces shall be labeled on the site plan and the spaces shall be identified with Reserved for Low-Emissions Vehicle Parking signs.
- D. The Applicant shall exclusively use native and non-invasive species for landscape plantings on the site. Planting lists showing species and location of plantings on the landscape plan shall be submitted with the site plan.
- E. The Applicant shall install water-efficient landscaping or one that uses no potable water, or one that does not require a permanent site irrigation system from the public water supply (other than a temporary system allowed for the for the first year from the date of installation).
- F. The Applicant shall install a roofing membrane with a Solar Reflectance Index (SRI) appropriate to the slope of the roof.
- G. The Applicant shall utilize motion sensor faucets, flush valves, and ultralow-flow plumbing fixtures that have a maximum water usage as listed below shall be used in restroom facilities in the building(s).

Water Closet (gallons per flush, gpf): 1.28
Urinal (gpf): 0.5
Showerheads (gallons per minute, gpm*): 20
Lavatory faucets (gpm**): 1.5
Kitchen and janitor sink faucets: 2.20
Metering faucets: 0.25

*When measured at a flowing water pressure of 80 pounds per square inch (psi).

- H. The Applicant shall not utilize any chlorofluorocarbon (CFC) based refrigerants in the building systems.
- I. The Applicant shall provide an area for the separation, collection and storage of glass, paper, metal, plastic and cardboard generated by both customers and employees. There shall be a dedicated area on the Property for the storage of the recycled materials.
- J. The Applicant shall use low-emitting materials for all adhesives, sealants, paints, coatings, flooring systems, composite wood, and agrifiber products. Low-emitting is defined according to the following table:

<u>Application</u>	<u>VOC Limit g/L less water</u>
Carpet adhesive	50
Rubber floor adhesive	60
Ceramic tile adhesive	65
Anti-corrosive/anti-rust paint	250
Clear wood finishes	350

- K. The Applicant shall install only LED or fluorescent lamps in all signage and shell interior building lighting fixtures.

- L. The Applicant shall increase the R-value of thermal insulation for the roof to R-25 to reduce heat loss.
- M. The Applicant shall install carpet and carpet padding that shall meet the testing and product requirements of the Carpet and Rug Institute Green Label Plus Program. Manufacturers' product data shall be provided prior to the issuance of a Non-RUP.
- N. The Applicant shall install vinyl composition tile and rubber tile flooring that shall meet the requirements of the FloorScore certification program. Manufacturers' product data shall be provided prior to the issuance of a Non-RUP.
- O. The Applicant shall not use any particle board, medium density fiberboard (MDF), plywood, wheatboard, strawboard, or panel substrates on the interior of the building which contain urea formaldehyde resins.
- P. The Applicant shall provide natural lighting through the use of full height storefront at the front of building.
- Q. The Applicant shall utilize Energy Star appliances and equipment for all refrigerators, dishwashers, water heaters, computers, monitors, televisions, vending machines, water coolers, and other appliances and office equipment. Manufacturers' product data, including the Energy Star energy guide, id installed, shall be provided prior to the issuance of a Non-RUP.
- R. The Applicant shall have a construction waste management plan that consists of hiring a waste removal and diversion company to process all construction waste at a recycling center.
- S. The Applicant shall use building materials that have been produced or manufactured within 500 miles of the project site.

The Applicant shall, at the time of building plan review, provide a certification statement from the LEED-AP confirming that the green building elements listed above are being incorporated into the design and construction of the retail building.

Prior to approval of the building permit for the retail building, the Applicant shall post a "green building escrow" in the form of cash or a letter(s) of credit from a financial institution acceptable to DPWES as defined in the PFM, in the amount of \$2.00/square foot of GFA, as shown on the approved site plan. This green building escrow shall be in addition to and separate from other bond requirements and shall be released once i) the LEED-AP submits a certification statement to EDRB, including supporting documentation, confirming that the green building elements listed above have been incorporated into the design and construction of the building; and ii) EDRB concurs and accepts the certification statement.

18. **Stormwater Management.** Stormwater Management/Best Management Practices ("SWM/BMPs") for the Application Property shall be provided pursuant to the overall

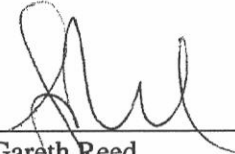
SWM/BMP plan previously constructed offsite pursuant to Site Plan#7843-SP-03. The proposed development complies with the Fairfax County Storm Water Management Code as stated in Stormwater Management Ordinance Determination letter #7843-SWOD-001-1 provided by DPWES on July 28, 2016 and included on Sheet 6 of the GDPA. Other low impact development water quality measures may be installed on the Application Property at the option of the Applicant in substantial conformance with the GDPA.

19. **Recreation Contribution.** Prior to the issuance of the first Non-RUP on the Application Property, the Applicant shall contribute the sum of \$250,000 to the Board of Supervisors for the development of rectangular field facilities and related improvements in the area. A sign of recognition acknowledging the contribution may be provided, at the Applicant's expense, in accordance with Fairfax County Park Authority policies.
20. **Advanced Density Credit.** Advanced density credit shall be reserved as may be permitted by the provisions of Paragraph 5 of Section 2-308 of the Fairfax County Zoning Ordinance for all eligible dedications described herein, or as may be required by Fairfax County or VDOT at time of site plan approval.
21. **Zoning Administrator Consideration.** Upon demonstration that despite diligent efforts or due to factors beyond the Applicant's control, proffered improvements such as, but not limited to, road improvements, trail connections, or green building practices, have been delayed beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of these proffered improvement(s).
22. **Severability.** Any of these buildings within the Property may be subject to Proffered Condition Amendments and Generalized Development Plan Amendments without joinder or consent of the property owners of the other buildings.
23. **Successors and Assigns.** These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.
24. **Counterparts.** These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one in the same instrument.

[SIGNATURES BEGIN ON NEXT PAGE]

APPLICANT/CONTRACT PURCHASER OF
TAX MAP 34-3 ((13)) 3 part

LIDL US OPERATIONS, LLC



By: Gareth Reed
Its: Executive Vice President-Real Estate



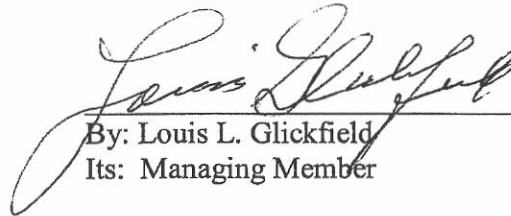
By: Payton Reid
Its: Vice-President of Real Estate

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP TAX MAP 34-3 ((13)) 3

CHANTILLY 50-28 ASSOCIATES LIMITED PARTNERSHIP

By: Lomar Management Company, LLC, its General Partner



By: Louis L. Glickfield
Its: Managing Member

[SIGNATURES END]